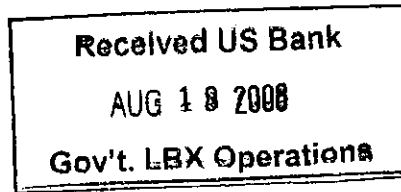


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KARLY BARAGA
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baraga.karly@dorsey.com

August 15, 2008

COPY

VIA EXPRESS MAIL

Ms. Marlene Dortch
Federal Communications Commission
Wireline Competition Bureau Application CDP-
214 Appls
P.O. Box 979091
St. Louis, MO 63197-9000


Re: Application for Country Road Communications LLC and Otelco Inc. for Authority
to Transfer Control of Domestic and International 214 Authorizations

Dear Ms. Dortch:

On behalf of Country Road Communications LLC and Otelco Inc. (together, "Applicants"), enclosed please find an original and six (6) copies of an application for consent to transfer control of domestic and international 214 authority from Country Road Communications LLC to Otelco Inc. Also enclosed find a completed Fee Remittance Form 159 to satisfy the filing fee for this application under line 2.b of Section 1.1105 of the Commission's Rules. The Applicants have also filed this application with the International Bureau through the MyIBFS filing system.

Please date-stamp the duplicate copy of this filing that is enclosed and return it in the envelope provided. Please contact the undersigned directly with any questions.

Respectfully submitted,



Karly Baraga

KB/lk

Enclosure

DORSEY & WHITNEY LLP • WWW.DORSEY.COM • T 612.340.2600 • F 612.340.2868
SUITE 1500 • 50 SOUTH SIXTH STREET • MINNEAPOLIS, MINNESOTA 55402-1498

USA CANADA EUROPE ASIA

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of the Joint Application of

Country Road Communications LLC
Transferor

and

Otelco Inc.
Transferee

For Grant of Authority Pursuant to
Section 214 of the Communications Act of 1934,
as amended, and Sections 63.04 and 63.24
of the Commission's Rules to Complete a
Transfer of Control of Authorized
Domestic and International Section 214 Carriers

JOINT APPLICATION

I. INTRODUCTION

Summary of Transaction

Country Road Communications LLC ("Country Road" or "Transferor") and Otelco Inc. ("Otelco" or "Transferee"), through their undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.24, hereby respectfully request the Federal Communications Commission's ("Commission") approval to consummate a transaction whereby Otelco will acquire control of CRC Communications of Maine, Inc. (d/b/a Pine Tree Networks) ("CRC"), Communications Design Acquisition Corporation (d/b/a Pine Tree Networks)

("Communications Design") and The Granby Telephone & Telegraph Company of Massachusetts, Inc. ("Granby Telephone"), which hold international Section 214 authorizations, and The Pine Tree Telephone & Telegraph Co., Inc. (d/b/a Pine Tree Networks) ("Pine Tree Telephone"), Saco River Telegraph and Telephone Company (d/b/a/ Pine Tree Networks) ("Saco River Telephone"), and War Acquisition Corp. (d/b/a War Telephone Company) ("War Telephone"), which offer interstate services pursuant to the blanket domestic authorization provided in Section 63.01 of the Commission's rules (collectively, "Licensees" or the "Country Road Companies").¹ The Transferor, Transferee and the Country Road Companies are collectively the "Applicants".

The Licensees are indirect wholly owned subsidiaries of Country Road Communications LLC. Pursuant to the proposed transaction, Otelco will purchase from Country Road all of the outstanding stock of Pine Tree Holdings, Inc., War Holdings, Inc., and Granby Holdings, Inc., which in turn own directly 100% of the outstanding stock of the Licensees. As a result, the Licensees will become indirect wholly owned subsidiaries of Otelco. The proposed transaction will not result in any assignment of authorizations, assets or customers of the Country Road Companies. The Country Road Companies will continue to provide service to their customers pursuant to their existing authorizations at the same rates, terms and conditions such that the transaction will be virtually transparent to the customers. The Country Road Companies will receive the benefit from the combined expertise of the Applicant's management and operational personnel and under common ownership can achieve economies of scale that will enable them to compete more efficiently.

¹ For the Commission's convenience attached as *Exhibit A* is a chart that illustrates each Licensee and its corresponding Section 214 authorization.

Request for Streamlined Processing

Applicants respectfully submit that this Application should be afforded streamlined processing pursuant to Section 63.03(b)(2)(iii), 47 C.F.R. §§ 63.03(b)(2)(iii). Immediately following the transaction, (1) Applicants and their affiliates, as defined in Section 3(1) of the Communications Act combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) the Applicants and their affiliates are a dominant carrier and a non-dominant carrier that provide service exclusively outside the geographic area where the dominant carrier is dominant;² and (3) the Applicants are incumbent independent local exchange carriers that have, in combination, fewer than two percent of the nation's subscriber lines installed in the aggregate nationwide, and no overlapping or adjacent ILEC service areas.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is a foreign carrier, or is affiliated with any foreign carriers, and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

II. DESCRIPTION OF THE APPLICANTS

Otelco Inc. ("Transferee")

² Otelco's CLEC affiliate Mid-Maine Telplus, Inc., does not provide service in the telephone exchanges served by Country Road's Maine ILECs and Country Road's CLEC affiliate, CRC, does not provide service in the telephone exchanges served by Otelco's Maine ILEC. CRC is authorized by the Maine PUC to provide CLEC services in the telephone exchanges served by Mid-Maine Telecom, Inc. ("Mid-Maine Telecom") as part of its certification to provide resold local exchange service state-wide. CRC, however, does not at present have an interconnection agreement with Mid-Maine Telecom and does not provide service in the exchanges served by Mid-Maine Telecom. If such an interconnection agreement is executed, CRC would provide only wholesale service in those exchanges in accordance with the vast majority of CRC's operations. As such, the transaction does not reduce the independently-owned competitive telephone alternatives of consumers in the Mid-Maine Telecom exchanges.

Otelco is a publicly-held Delaware corporation located at 505 Third Avenue East, Oneonta, AL, 35121. Through its subsidiaries, Otelco is a full service telecommunications provider and offers a wide array of communications services including local exchange, long distance, internet, broadband services and cable television in areas of North Central Alabama, Maine, and Central Missouri. Otelco is the indirect parent of six LECs serving rural areas of Alabama, Missouri and Maine, and a CLEC serving within the FairPoint territory of Maine.³ Otelco is also the indirect parent of an interexchange carrier ("IXC") affiliate serving customers throughout the LEC service areas.⁴ A corporate organization chart of Otelco is provided to the Commission for its convenience at *Exhibit B*.

Country Road Communications LLC ("Transferor")

Country Road is a telecommunications holding company based in Maine, with operations through the Licensees in rural areas in Maine, Massachusetts, and West Virginia. Its rural ILEC subsidiaries are: Pine Tree Telephone with approximately 6,141 local lines in New Gloucester and Gray (Cumberland County), Maine; Saco River Telephone with approximately 8,280 local lines in Buxton, Hollis, and Waterboro (York County), Maine; War Telephone with approximately 1,389 local lines in War (McDowell County), West Virginia; and Granby Telephone with approximately 2,596 local lines in Granby (Hampshire County), Massachusetts.

³ Otelco owns 100% of (i) Otelco Telephone LLC, a LEC serving Oneonta, Alabama and environs; (ii) Otelco Telecommunications LLC, the IXC affiliate; (iii) through its ownership of Page & Kiser Communications, Inc., Blountsville Telephone Company, Inc., a LEC serving Blountsville, Alabama and environs; (iv) through its ownership of Brindlee Holdings LLC, Brindlee Mountain Telephone Company, a LEC serving Arab, Alabama and environs; (v) through its ownership of Hopper Holding Company, Inc., Hopper Telecommunications, Inc., a LEC serving Walnut Grove, Alabama and environs; (vi) through its ownership of Mid-Missouri Holding Corp, Mid-Missouri Telephone Company, a LEC serving Pilot Grove, Missouri and environs; (vii) through its ownership of Mid-Maine Communications, Inc., Mid-Maine Telecom, Inc., a LEC serving Levant, Maine and environs and Mid-Maine Telplus dba Mid-Maine Long Distance, a CLEC serving Bangor, Maine and environs.

⁴ Otelco owns 100% of Otelco Telecommunications LLC, an IXC affiliate.

CRC also provides a CLEC retail service using 5,565 lines in Portland and Lewiston, Maine. Country Road's subsidiaries currently provide service to a total of approximately 23,971 local lines in these locations. *Exhibit D* hereto lists the communities where CRC provides CLEC service on a wholesale (carrier's carrier) basis.

III. DESCRIPTION OF THE TRANSACTION

Applicants request authority for the transfer of control of the Country Road Companies to Otelco. Pursuant to the Transaction, Otelco will purchase all of the issued and outstanding capital stock of Pine Tree Holdings, Inc., Granby Holdings, Inc. and War Holdings, Inc., each of which are wholly owned subsidiaries of Country Road. As a result, Otelco will have full indirect ownership of the Country Road Companies. Attached as *Exhibit C* are pre-and post-Transaction organization charts for the Commission's convenience. Following the consummation of the proposed transaction, the Country Road Companies will continue to offer service to existing customers with no change to its rates or terms and conditions of service. The transfer of control of the Country Road Companies to Otelco, therefore, will be seamless and virtually transparent to consumers.

IV. PUBLIC INTEREST STATEMENT

Applicants submit that the Transaction will serve the public interest. The Transaction will strengthen the ability of the Licensees to provide its customers advanced services as well as continue to provide the quality services that it is known for. The Licensees will benefit from Otelco's enhanced access to financial resources that strengthens its ability to offer telecommunications services. Otelco and its subsidiaries and affiliates provide operational synergies, deregulated business and deployment resources and economies of scale to affiliates. Therefore, as a result of the transaction, the Licensees will be in an enhanced position to provide high quality telecommunications services to customers as members of the Otelco family of

companies. Moreover, Applicants emphasize that the proposed indirect transfer of control will be seamless and virtually transparent to the customers of the Licensees, and will not result in the discontinuance, reduction, loss or impairment of service to customers.

V. **INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this

Application:

63.18(a) Name, address and telephone number of each Applicant:

Transferor:

Country Road Communications LLC FRN: 0008696445
56 Campus Drive
New Gloucester, Maine 04062
Telephone: (207) 699-3354

Transferee:

Otelco Inc. FRN: 0010883189
505 Third Avenue East
Oneonta, Alabama 35121
Telephone: (205) 625-3574

63.18(b) Jurisdiction of Organizations:

Transferor: Country Road is organized in Delaware. It's subsidiaries are organized in the following jurisdictions:

Corporate Name	Jurisdiction of Incorporation
War Holdings, Inc.	Delaware
War Acquisition Corp. (d/b/a War Telephone Co.)	Delaware
Pine Tree Holdings, Inc.	Delaware
The Pine Tree Telephone and Telegraph Co., Inc.	Maine
CRC Communications of Maine, Inc.	Delaware
Saco River Telegraph and Telephone Co.	Delaware
Communications Design Acquisition Corp.	Delaware
Granby Holdings, Inc.	Delaware
The Granby Telephone & Telegraph Company of Massachusetts, Inc.	Massachusetts

Transferee: Otelco Inc. is a corporation organized under the laws of the state of Delaware.

63.18(c) Correspondence concerning this Application should be sent to:

For the Country Road Companies:

Michael G. Jones
Mia G. Hayes
Willkie Farr & Gallagher LLP
1875 K Street, N.W.
Washington, D.C. 20006
Tel: (202) 303-1141
Fax: (202) 303-2141
Email: mjones@willkie.com
mhayes@willkie.com

For Otelco:

Karly E. Baraga
Dorsey & Whitney LLP
50 South Sixth Street, Suite 1500
Minneapolis, MN 55402
Tel: (612) 492-6538
Email: baraga.karly@dorsey.com

with copies to:

Michael D. Weaver
Chairman, President and CEO
505 Third Avenue East
Oneonta, AL 35121
Tel: (205) 625-3596
Email: mike@otelcotel.com

63.18(d) Otelco owns 100% of the interest of Otelco Telecommunications LLC. Otelco Telecommunications LLC holds global switched resale authority under Section 214 pursuant to a grant under File No. ITC-214-19981211-00879. Otelco also owns 100% of the interest of Mid-Maine Telplus. Mid-Maine Telplus holds global switched resale authority under Section 214 pursuant to a grant under File No. ITC-214-19962201-00549. Other than the international authorizations of the Country Road Companies which are the subject of this application, no other applicant has applied for or holds any Section 214 authorization.

63.18 (h) In accordance with 63.24(e)(3), items (h)-(p) are provided for the Applicants.

Transferor:

CRC, Communications Design, and Granby Telephone are wholly owned subsidiaries of Country Road. All of the 10% or greater direct owners of Country Road are listed below:

The Prudential Insurance Company of America
c/o Prudential Capital Group
1114 Avenue of the Americas, 30th Floor
New York, NY 10036

Percent of Equity Interest Held: 35.6*

Country of Citizenship: U.S.

Principal Business: The Prudential Insurance Company of America is a wholly owned insurance company subsidiary of Prudential Financial, Inc., a publicly traded company, with affiliates engaged in a variety of services including primarily insurance, brokerage, investment services, banking and real estate.

* The Prudential Insurance Company of America holds a total equity interest in Country Road of 38.5%, which includes 35.6% equity held directly and 2.9% equity held indirectly through the fund CRC Series B, LP (PIM).

ABRY Partners IV, L.P.
111 Huntington Ave., 30th Floor
Boston, MA 02199

Percent of Equity Interest Held: 36.6

Country of Citizenship: U.S.

Principal Business: Investments

Harry Bennett
Country Road Communications, LLC
56 Campus Drive
New Gloucester, ME 04260

Percent of Equity Interest Held: 11.5

Country of Citizenship: U.S.

Principal Business: Chairman and CEO, Country Road Communications, LLC

The following are all of the entities and individuals holding a 10% or greater indirect ownership interest in Country Road:

ABRY Capital Partners, L.P.
111 Huntington Ave., 30th Floor
Boston, MA 02199
Percent of Equity Interest Held: 36.6
Country of Citizenship: U.S.
Principal Business: Investments

Fleur de Lis, S.A.
c/o Paradigm Consulting
Washington Mall
Church Street, 2nd Floor
HM 11 Hamilton, Bermuda
Percent of Equity Interest Held: 14.3
Country of Citizenship: Bermuda
Principal Business: Investments

Stafford Insurance Company
111 Huntington Ave., 30th Floor
Boston, MA 02199
Percent of Equity Interest Held: 13.89
Country of Citizenship: U.S.
Principal Business: Insurance

ABRY Capital Partners, LLC
111 Huntington Ave., 30th Floor
Boston, MA 02199
Percent of Equity Interest Held: 36.6
Country of Citizenship: U.S.
Principal Business: Investments

Mr. Royce Yudkoff
111 Huntington Ave., 30th Floor
Boston, MA 02199
Percent of Equity Interest Held: 36.6
Country of Citizenship: U.S.
Principal Business: Investments

Transferee:

Otelco Inc., a Delaware corporation, is a publicly-held corporation, trading on the NASDAQ under the symbol "OTT" and on the Toronto Stock Exchange under the symbol "OTT.un." No stockholder holds a 10% or greater interest in Otelco. Otelco's principal business is telecommunications, and may be contacted at 505 3rd Avenue East, Oneonta, AL 35121.

There are no officers or directors of Otelco Inc. that also serve as an officer or director of a foreign carrier as defined in Section 63.09(d).

63.18 (i) Applicants certify that they are not foreign carriers, nor are they affiliated with foreign carriers, nor will they become affiliated with foreign carriers as a result of this transaction.

63.18 (j) Applicants certify that they do not seek to provide international telecommunications services to any destination country where:

- (1) An Applicant is a foreign carrier in that country; or
- (2) An Applicant controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

63.18 (k) Not applicable.

63.18 (l) Not applicable.

63.18 (m) Not applicable.

63.18 (n) Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

63.18 (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. See 21 U.S.C. § 853a. See also 47 C.F.R. §§ 1.2001-1.2003.

63.18 (p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12 applies.

VI. INFORMATION REQUIRED BY SECTION 63.04

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)

Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12), 47 C.F.R. § 63.04(a)(6)-(12):

Section 63.04(a)(6) Description of the Transaction.

Applicants request authority for the transfer of control of the Country Road Companies with respect to their Section 63.01 blanket domestic Section 214 authorizations to Otelco.

Pursuant to the Transaction, Otelco will purchase all of the issued and outstanding capital stock of Pine Tree Holdings, Inc., Granby Holdings, Inc. and War Holdings, Inc., each of which are wholly owned subsidiaries of Country Road. As a result, Otelco will have full indirect ownership of the Country Road Companies. Attached as *Exhibit C* are pre-and post-Transaction organization charts for the Commission's convenience. Following the consummation of the proposed transaction, the Country Road Companies will continue to offer service to existing customers with no change to its rates or terms and conditions of service. The transfer of control of the Country Road Companies to Otelco, therefore, will be seamless and virtually transparent to consumers.

Section 63.04(a)(7) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area.

Transferor

Country Road is a telecommunications holding company based in Maine, with operations through the Licensees in rural areas in Maine, Massachusetts, and West Virginia. Its rural ILEC subsidiaries are:

- Pine Tree Telephone provides local and (through its affiliate Communications Design) IXC service in New Gloucester and Gray (Cumberland County), Maine;
- Saco River Telephone provides local and (through its affiliate Communications Design) IXC service in Bar Mills, Hollis, Buxton and Waterboro (York County), Maine;
- War Telephone provides local and (through its affiliate Communications Design) IXC service in War (McDowell County), West Virginia;
- Granby Telephone provides local telephone and IXC service in Granby (Hampshire County), Massachusetts.
- CRC provides retail CLEC local and IXC service to approximately 5,656 lines in certain exchanges in Portland and Lewiston, Maine.
- *Exhibit D* hereto lists the Maine telephone exchanges where CRC offers CLEC service on a wholesale basis.

Transferee

Otelco is the ultimate parent of six ILEC entities. Each of these ILECs offer basic local exchange, exchange access, and vertical services, as well as DSL services to its customers. Each ILEC also provides internet access service. The ILECs are as follows:

- Otelco Telephone LLC is a rural incumbent local exchange carrier operating in Blount County, Alabama;

- Brindlee Mountain Telephone Company is a rural incumbent local exchange carrier operating in three exchanges in Blount, Marshall, Morgan and Cullman counties, Alabama;
- Hopper Telecommunications Company, Inc., is a rural incumbent local exchange carrier operating in two exchanges in Blount and Etowah counties, Alabama;
- Blountsville Telephone Company, Inc., is a rural incumbent local exchange carrier operating in two exchanges in Blount County, Alabama;
- Mid-Missouri Telephony Company is a rural incumbent local exchange carrier operating in twelve exchanges in Cooper, Moniteau, Morgan, Pettis and Saline counties, Missouri;
- Mid-Maine Telecom, Inc. ("Mid-Maine Telecom"), is a rural incumbent local exchange carrier operating in the exchanges of Levant, Plymouth, Alton, Old Town Rural and West Enfield, Maine.

Otelco wholly owns Mid-Maine Telplus d/b/a Mid-Maine Long Distance ("Mid-Maine Telplus"), a competitive local exchange carrier within the incumbent territory of dominant carrier FairPoint in the cities of Portland, Lewiston, Augusta, Waterville, Bangor, and Ellsworth, Maine. Mid-Maine Telplus also offers IXC services to its CLEC subscribers and the local service subscribers of Mid-Maine Telecom. Mid-Maine Telplus offers dial-up internet services throughout the state of Maine, and high-speed DSL connectivity within the geographic service area served by Mid-Maine Telecom.

Otelco wholly owns Otelco Telecommunications LLC, a reseller of interstate and international toll service. Otelco Telecommunications LLC offers its services to customers of the four Alabama rural local exchange carriers.

Mid-Missouri Telephone Company provides cable television services in the towns of Bunceton and Pilot Grove in Missouri. Otelco Telecommunications LLC provides cable television services in portions of Blount and Etowah counties in Alabama.

Section 63.04(a)(8) Statement as to how the application fits into one or more of the presumptive streamlined categories in Section 63.03 of the Commission's Rules or why it is otherwise appropriate for streamlined treatment.

The instant Application should be afforded streamlined processing under Section 63.03(b)(2)(iii) of the Commission's Rules because (1) to the extent competitive local exchange service is provided, it is provided within the service territory of a dominant local exchange telephone company that is not a party to the proposed transaction; (2) the proposed transfer would result in Otelco subsidiaries having a market share in the interstate, interexchange market of less than 10 percent; and (3) Applicant local exchange carriers collectively service fewer than two (2) percent of the nation's subscriber lines; and there are no new overlapping or adjacent ILEC service areas among Applicants arising as a result of the proposed transactions.

Mid-Maine Telplus, Otelco's wholly owned CLEC that operates in Maine, offers its CLEC service only in the exchanges of the dominant local exchange carrier FairPoint. It does not offer CLEC service in any of the service territory in which Country Road's ILECs operate in Maine. CRC, Country Road's CLEC affiliate, primarily offers CLEC services in the exchanges of the dominant local exchange carrier FairPoint and does not provide service in the telephone exchanges served by Otelco's ILEC affiliate in Maine, Mid-Maine Telecom. CRC is authorized by the Maine PUC to provide CLEC services in the telephone exchanges serviced by Mid-Maine Telecom as part of its state-wide authorization. CRC, however, does not have an interconnection agreement with Mid-Maine Telecom and CRC does not actually provide service in the exchanges served by Mid-Maine Telecom. If such an interconnection agreement is executed, CRC would provide only wholesale service in those exchanges in accordance with the vast majority of CRC's operations. As such, the transaction does not reduce the independently-owned competitive telephone alternatives of consumers in the Mid-Maine Telecom exchanges.

Collectively, Otelco's operating incumbent telephone companies, all of which are rural ILECs, as these are defined in Section 64.1902 of the Commission's Rules, serve far fewer than two percent of subscriber lines installed in the aggregate nationwide. They serve approximately 54,000 access lines in rural portions of north central Alabama, central Missouri, and central Maine. Altogether, Applicant's telephone company subsidiaries serve approximately 72,400. This comprises a negligible fraction of the approximately 172,000,000 access lines in the nation. *See Federal Communications Commission: Trends in Telephone Service, February 2007 (Table 8.1, End-User Switched Access Lines as of June, 2006).*

The Applicant's relevant ILEC service territories do not overlap and are not adjacent. The most relevant territories to be compared are the service territories of Mid-Maine Telecom, Inc. and the Country Road affiliates that are dominant local exchange carriers in Maine, which are Saco River Telegraph and Telephone, Co. and Pine Tree Telegraph and Telephone Co. The ILEC service territories of Mid-Maine Telecom are the Maine exchanges of Alton, Levant, Old Town Rural, Plymouth, and West Enfield. The ILEC service territories of Pine Tree Telephone are New Gloucester and Gray (Cumberland County), Maine, and the ILEC service areas of Saco River Telephone are Buxton, Hollis and Waterboro (York County), Maine.

Section 63.04(a)(9)

By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04. There are no other FCC applications associated with this transaction.

Section 63.04(a)(10)

Prompt completion of the proposed transaction is critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants can respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible.

Section 63.04(a)(11)

Not applicable.

Section 63.04(a)(12)

A statement showing how grant of the Application will serve the public interest, convenience and necessity is provided in **Section IV** above.

VII. CONCLUSION

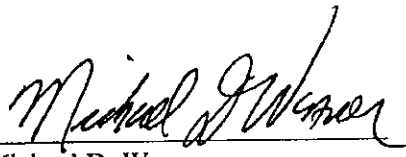
For the foregoing reasons, Applicants respectfully request that the Commission promptly grant this Application.

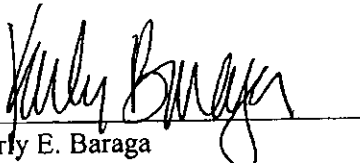
Respectfully submitted,

By: _____
Thomas Mendenhall
Vice President, Secretary & Treasurer
COUNTRY ROAD
COMMUNICATIONS LLC
56 Campus Drive
New Gloucester, ME 04260
(207) 699-3354

By: _____
Michael G. Jones
Mia G. Hayes
WILLKIE FARR & GALLAGHER LLP
1875 K Street, N.W.
Washington, DC 20006
(202) 303-1141

*Counsel to Country Road
Communications LLC*

By: 
Michael D. Weaver
President & Chief Executive Officer
OTELCO INC.
505 Third Avenue East
Oneonta, Alabama 35121
(205) 625-3596

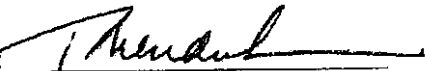
By: 
Karly E. Baraga
DORSEY & WHITNEY LLP
50 South 6th Street
Suite 1500
Minneapolis, MN 55402
(612) 492-6538

Counsel to Otelco Inc.

VII. CONCLUSION

For the foregoing reasons, Applicants respectfully request that the Commission promptly grant this Application.

Respectfully submitted,

By: 
Thomas Mendenhall
Vice President, Secretary & Treasurer
COUNTRY ROAD COMMUNICATIONS LLC
56 Campus Drive
New Gloucester, ME 04260
(207) 699-3354

By: _____
Michael D. Weaver
President & Chief Executive Officer
OTELCO INC.
505 Third Avenue East
Oneonta, Alabama 35121
(205) 625-3596

By: _____
Michael G. Jones
Mia G. Hayes
WILLKIE FARR & GALLAGHER LLP
1875 K Street, N.W.
Washington, DC 20006
(202) 303-1141

Counsel to Country Road Communications LLC

By: _____
Karly E. Baraga
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50 South 6th Street
Suite 1500
Minneapolis, MN 55402
(612) 492-6538

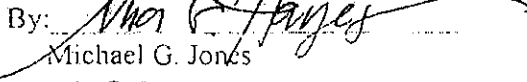
Counsel to Otelco Inc.

VII. CONCLUSION

For the foregoing reasons, Applicants respectfully request that the Commission promptly grant this Application.

Respectfully submitted,

By: _____
Thomas Mendenhall
Vice President, Secretary & Treasurer
COUNTRY ROAD COMMUNICATIONS LLC
56 Campus Drive
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(207) 699-3354

By: 
Michael G. Jones
Mia G. Hayes
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Counsel to Country Road Communications LLC

By: _____
Michael D. Weaver
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OTELCO INC.
505 Third Avenue East
Oneonta, Alabama 35121
(205) 625-3596

By: _____
Karly E. Baraga
DORSEY & WHITNEY LLP
50 South 6th Street
Suite 1500
Minneapolis, MN 55402
(612) 492-6538

Counsel to Otelco Inc.

EXHIBIT A

Country Road Communications LLC Affiliate Licensee	FCC Section 214 Authorization Held by Affiliate Licensee
CRC Communications of Maine, Inc. d/b/a Pine Tree Networks	International Section 214 authorization to provide Global Facilities-Based and Global Resale international telecommunications services (ITC-214-20000807-00468 & ITC- 214-19980608-00391) Domestic Section 214 authorization under Section 47 C.F.R. § 63.01
Communications Design Acquisition Corporation d/b/a Pine Tree Networks	International Section 214 authorization to provide Global Facilities-Based and Global Resale international telecommunications services (ITC-214-20020213-00076) Domestic Section 214 authorization under Section 47 C.F.R. § 63.01
The Granby Telephone and Telegraph Company of Massachusetts, Inc.	International Section 214 authorization to provide Global Facilities-Based and Global Resale international telecommunications services (ITC-214-20020524-00291) Domestic Section 214 authorization under Section 47 C.F.R. § 63.01
The Pine Tree Telephone and Telegraph Company d/b/a Pine Tree Networks	Domestic Section 214 authorization under Section 47 C.F.R. § 63.01
Saco River Telegraph and Telephone Company d/b/a Pine Tree Networks	Domestic Section 214 authorization under Section 47 C.F.R. § 63.01
War Acquisition Corp. d/b/a War Telephone Company	Domestic Section 214 authorization under Section 47 C.F.R. § 63.01

EXHIBIT B

Otelco Inc.
Pre-Transaction

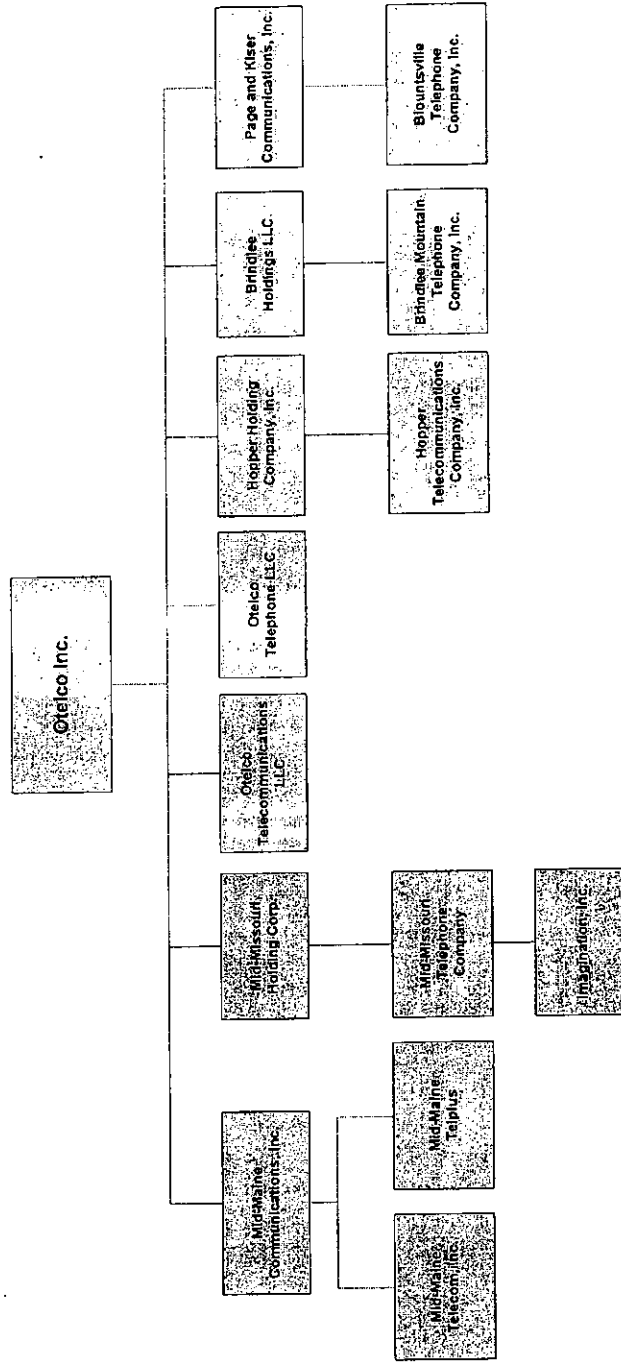
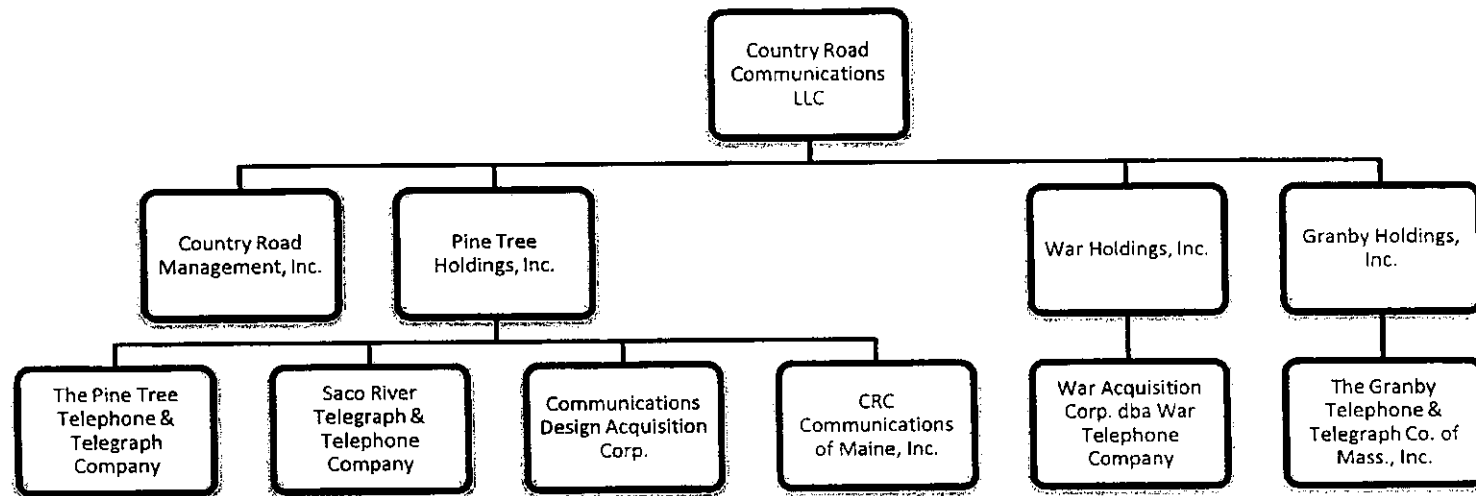
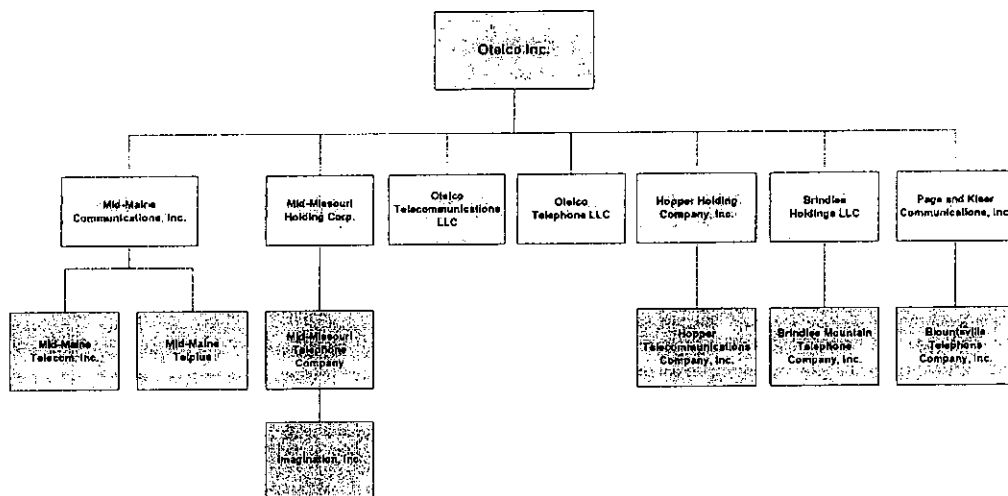


EXHIBIT C

Country Road Communications, LLC
Pre-Transaction



Otelco Inc.
Pre-Transaction



Otelco Inc. Post-Transaction

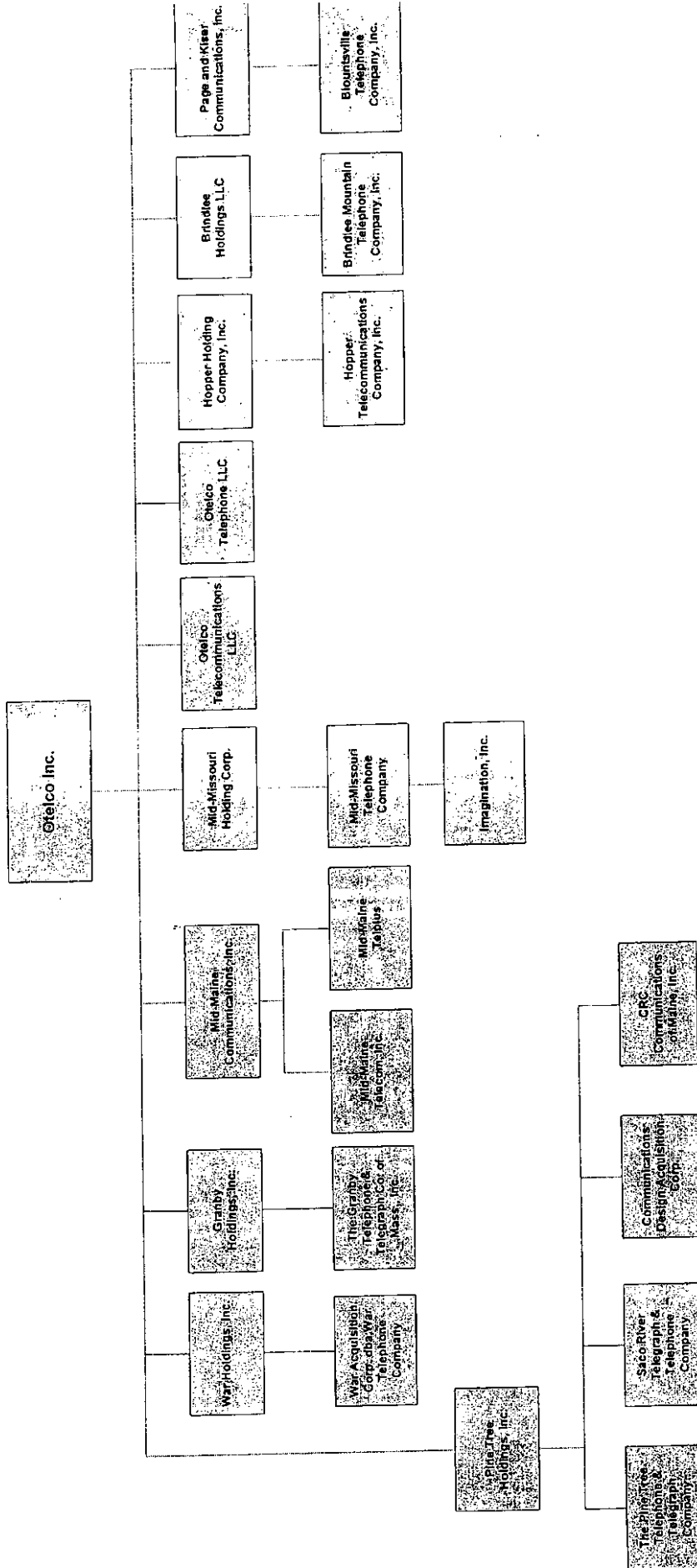


EXHIBIT D

CRC Communication of Maine, Inc. offers facilities-based Local Calling Services on a wholesale basis in all or parts of the following Exchanges, as defined by the Exchange Boundary Maps of the New England Telephone & Telegraph Company, Inc., d/b/a Verizon, on file with the Maine Public Utilities Commission:

Augusta	Ellsworth	Lebanon	Rumford
Anson	E. Millinocket	Lewiston/Auburn	Sabattus
Bangor	Fairfield	Limestone	Sanford
Bath	Farmington	Lincoln	Scarborough
Bar Harbor	Fort Fairfield	Lisbon Falls	Sedgwick
Belfast	Freeport	Livermore Falls	Skowhegan
Berwick	Gardiner	Lubec	Tenants Harbor
Biddeford	Georgetown	Mandawaska	Thomaston
Bingham	Gorham	Madison	Vanceboro
Brewer	Goodwin Mills	Machias	Vinalhaven
Brownville	Grand Isle	Mars Hill	Waldoboro
Brunswick	Greater Portland:	Millinocket	Waterville
Calais	Falmouth	New Sweden	Wells
Camden	N Deering	North Berwick	West Lebanon
Caribou	Portland	North Haven	Westbrook
Castine	Peaks Island	Old Orchard Beach	Wilton
Columbia	S. Portland	Orono	Windham
Corinth	Guilford	Pembroke	Winter Harbor
Cumberland	Houlton	Pittsfield	Wiscasset
Danforth	Isleboro	Pownal	Woodland
Dark Harbor	Jackman	Presque Isle	Wytopitlok
Deer Isle	Jonesport	Princeton	Yarmouth
Dexter	Kennebunk	Rangeley	York
Dover-Foxcroft	Kennebunkport	Rockland	
Eastport	Kittery	Rockwood	

CRC Communication of Maine, Inc. offers facilities-based Local Calling Services on a wholesale basis in all or parts of the following Exchanges, as defined by the Exchange Boundary Maps of the Independent Telephone Companies, on file with the Maine Public Utilities Commission:

Albion	Limington	Smithfield
Alton	Lincolntonville	S. Bristol
Andover	Lincolntonville Beach	Colon
Bar Mills	Litchfield	S. China
Bethel	Locke Mills	St. Francis
Bigelow	Lovell	Standish
Bremen	Matinicus	Steep Falls
Bryant Pond	Mercer	Stetson
Buckfield	Monmouth	Stockton Springs
Canton	Morrill	Stratton
Carrabassett	Mt. Vernon	Strong
Casco	Naples	Sumner
China	New Harbor	Thorndike
Corinna	Newburg	Turner
Damariscotta	New Gloucester	Union
Denmark	New Vineyard	Unity
E. Vassalboro	N. New Portland	Upton
Eagle Lake	N. Lovell	Sumner
Embden Lake	N. Norway	W. Enfield
Exeter	N. Fryeburg	W. Gardiner
Fort Kent	Norridgewock	Warren
Freedom	Old Town RL	Washington
Fryeburgh	Palermo	Waterboro
Gray	Phillips	Weld
Greene	Plymouth	W. Gray
Hampden	Poland	W. Paris
Hartland	Rome	W. Bethel
Hebron	Roxbury Pond	W. Ripley
Island Falls	Salem	Winthrop
Kingfield	Sebago	
Leeds	Sheepscot	
Levant	Sidney	

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
3060-0589
Page No 1 of 2

(1) LOCKBOX #		SPB/TA (USE ONLY)	
		FOCUS ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Michael D. Weaver		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 Otelco Inc			
(5) STREET ADDRESS LINE NO. 2 505 Third Avenue East			
(6) CITY Oneonta		(7) STATE AI	(8) ZIP CODE 35121
(9) DAYTIME TELEPHONE NUMBER (include area code) (205) 625-3596		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0010883189		(12) FOCUS ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Otelco Inc			
(14) STREET ADDRESS LINE NO. 1 505 Third Avenue East			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Oneonta		(17) STATE AI	(18) ZIP CODE 35121
(19) DAYTIME TELEPHONE NUMBER (include area code) (205) 625-3596		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0010883189		(22) FOCUS ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY	
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FOCUS ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
	(27B) TOTAL FEE	FOCUS ONLY	
		(29B) FCC CODE 3	